RECORDATION NO. 20947 FILED - 4

FEB 10 '98

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RECEIVED
SURFACE TRANSPORTATION
BOARD

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

February 5, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Amendment No. 1 dated as of December 30, 1997 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: Soo Line Railroad Company
105 South Fifth Street
Minneapolis, MN 55405
Attention: Controller

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a secondary document. The lease in which this document is related to is recorded under Recordation Number 20947.

The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

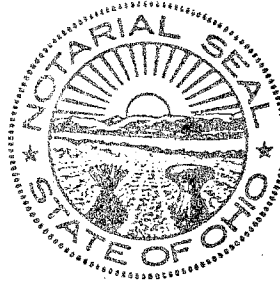
300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon
Notary Public



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

RECORDATION NO. 20947-A FILED

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1

FEB 10 '98

9-56 AM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 30th day of December, 1997, is intended to evidence Amendment No. 1 to Railroad Equipment Lease dated as of December 30, 1997 ("Amendment No. 1 to the Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SOO LINE RAILROAD COMPANY**, a Minnesota corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty-six (36) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Amendment No. 1 to the Lease.

FURTHER, the Railroad Equipment Lease (the "Lease") dated September 15, 1997, between Lessor and Lessee was duly filed with the Surface Transportation Board on October 22, 1997 with Recordation No. 20947. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 20947-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

WITNESS:

Linda M Baughman
Maitee Blair

DJJ TRANSPORTATION SERVICES, INC.

By: James H. Goetz

Name: James H. Goetz

Title: Vice President

Date: December 30, 1997

WITNESS:

R A Sallee
Ramon Tolui

SOO LINE RAILROAD COMPANY

By: R A Sallee

Name: R A SALLEE

Title: VP ACRI Products & Coal

Date: JANUARY 19, 1998

EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated December 30, 1997, between DJJ Transportation Services, Inc. and Soo Line Railroad Company.

DESCRIPTION OF UNITS

Thirty-six (36), railcars bearing reporting marks as follows:

DJJX 6375	DJJX 6492
DJJX 6376	DJJX 6496
DJJX 6382	DJJX 6300
DJJX 6388	DJJX 6305
DJJX 6405	DJJX 6316
DJJX 6406	DJJX 6326
DJJX 6424	DJJX 6333
DJJX 6434	DJJX 6337
DJJX 6446	DJJX 6353
DJJX 6452	DJJX 6373
DJJX 6455	DJJX 6507
DJJX 6458	DJJX 6516
DJJX 6462	DJJX 6527
DJJX 6465	DJJX 6529
DJJX 6476	DJJX 6532
DJJX 6477	DJJX 6545
DJJX 6479	DJJX 6547
DJJX 6480	DJJX 6549